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*Counsel In Pro Persona and as a Representative
for Similarly situated Individual GM shareholders.*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

GENERAL MOTORS CORP., *et al*,

Debtors.

) Chapter 11 Case No.

) 09-50026 (REG)

) HON. ROBERT E. GERBER

) OPPOSITION TO SALE OF DEBTOR'S
) ASSETS PURSUANT TO THE MASTER
) SALE AND PURCHASE AGREEMENT WITH
) VEHICLE ACQUISITION HOLDING LLC.

) OBJECTION AS TO LACK OF SUFFICIENT
) LEGAL NOTICE OF THE SALE.

) DECLARATION OF TRISTRAM BUCKLEY
) IN SUPPORT THEREOF.

) DATE: JUNE 30, 2009

) TIME: 9:45 A.M.

) PLACE: Courtroom 621

) U.S. Bankruptcy Court for the S. Dist. of NY

) One Bowling Green

) New York, NY 10004

I.

OBJECTION: INSUFFICIENT NOTICE OF HEARING

1. On Wednesday, June 17, via regular mail, the Objecting Party, located in Beverly Hills, California, received a Notice of Sale, Notice of Interim Order and Interim Order. (Buckley Decl., par. 4) Pursuant to the Notice of Sale, all Objections to the Sale were due to be filed in the Court in New York just two days later, on June 19, 2009.

2. Under the principles set forth by the United States Supreme Court in Mullane v. Central Hanover Bank & Trust Co., (1950) 339 U.S. 306, 314, this Notice would be deemed insufficient and inadequate as a matter of law.

3. As a result of the inadequate Notice Opposing Party has been prejudiced by the lack of time to prepare a proper Opposition.

II.

COUNSEL'S DISCLOSURE OF PRIOR CONTACT WITH GENERAL MOTORS

4. Counsel states and declares for the record that the '**Reinvention of GM**' slogan now used by the 'New GM' was in fact put forward in a letter from Counsel to Bob Lutz in January of 2009 (letter confirmed by dated emails to third parties). (True and correct copy attached hereto as Exhibit "A"; Buckley Decl., par 5.)

5. Counsel states and declares for the record that Counsel sent a similar letter on December 10, 2008 to GM Board member Kathryn Marinello. (True and correct copy attached hereto as Exhibit "B"; Buckley Decl., par. 6)

6. The letters to Lutz and Marinello set forth a foundation for Counsel's automotive expertise and then offered a "comprehensive Ten Point Reinvention Plan" which would "Reinvent" General Motors and turn the company's fortunes around.

7. While neither Lutz nor Marinello responded to Counsel's letters to learn more about the 10 Point Reinvention Plan, it is interesting to note the 'New GM's use of Counsel's "Reinvention" slogan.

III.

OBJECTIONS

8. The instant Opposition argues: (1) The common stock shareholders' ownership interests are to be unfairly, unjustly and unnecessarily eliminated; (2) GM's asset calculations are inaccurate and misleading with the company's net worth believed to be substantially greater than as represented; (3) GM's sale of assets immediately preceding and during these bankruptcy should be

1 halted and any such sale of assets should proceed through a public bidding process or a similarly
2 open and transparent process; (4) the disposition of certain GM's assets should be subject to review
3 by the Court and appropriate intelligence agencies including the FBI and CIA, as well as GM's new
4 management team in order to ensure that General Motors's interests as well as our long term
5 National security and economic interests are protected. Absent such a review, GM's seemingly
6 unfettered disposition of its assets (*infra*) may well prove dangerous to our National security and
7 long term economic interests; (5) Retaining the same Board Members who misguided GM into
8 bankruptcy will likely have the same repeated result while costing the Taxpayers tens of billions of
9 dollars.

10 9. The General Motors-US Treasury plan calls for the unfair and unnecessary
11 elimination of the common shareholders interests. Moreover, General Motors activities with respect
12 to the private and secretive sale of its assets during the pendency of these bankruptcy proceedings is
13 unfairly prejudicial to the shareholders interests and creates potential threats to our Nation's long
14 term economic and security interests as outlined herein.

15 III. 16 INTRODUCTION

17 10. Haste makes waste. An expression as true today as when it originated at least as far
18 back as 190 B.C. ('There is one that toileth and laboureth, and maketh haste, and is so much
19 the more behind.' *Book of Wisdom* (c. 190 B.C.) by Jesus Ben Sirach.)

20 11. While those who fail to appreciate history are doomed to repeat it. Last Fall
21 Congress and the White House hastily enacted the \$700 billion TARP fund. (This was
22 before, and in addition to, the \$787 billion stimulus package.) Legislation so flawed, as
23 generally recognized, we may not know the full effects of it on our Nation and our economy
24 for decades to come.¹

25
26
27 ¹ A review of investor presentations and conference calls by executives of some two dozen
28 US-based banks by the New York Times found that "few [banks] cited lending as a priority.
An overwhelming majority saw the program as a no-strings-attached windfall that could be

1 12. The current haste with respect to the dismantling of the General Motors empire
2 must be forestalled sufficiently to permit a full appreciation of what's at stake and what's
3 transpiring, including an accurate assessment of GM's assets and liabilities as well as long
4 term economic and political ramifications, both domestically and internationally, of the
5 liquidation of those assets.

6 13. No longer facing a do or die bankruptcy deadline, and with a multi-billion
7 dollar public lifeline, there should be no rush to liquidate GM's assets, particularly during
8 the midst of a recession as GM and its U.S. Government owners will receive bottom dollar
9 for such liquidated assets.

10 14. The instant bankruptcy proceeding is unlike anything before it in American history
11 and it must be approached accordingly. Media and politicians' claims that GM's bankruptcy is the
12 third largest in United States history, behind the Lehman Brothers Holdings and Washington Mutual
13 bankruptcies, are, with respect, ludicrous.

14 15. In 2006 General Motors' revenues were \$207 billion. By comparison, Lehman
15 Brother Holdings revenues for the same period were approximately one-twelfth (1/12) of GM's at
16

17 used to pay down debt, acquire other businesses or invest for the future." The article cited
18 several bank chairmen as stating that they had no intention of changing their lending
19 practices to "accommodate the needs of the public sector" and that they viewed the money as
20 available for strategic acquisitions in the future.

21 McIntire, Mike (2009-01-17). "Bailout Is a Windfall to Banks, if Not to Borrowers". *New*
22 *York Times* (New York Times).

23 February 5, 2009, Elizabeth Warren, chairperson of the Congressional Oversight Panel, told
24 the Senate Banking Committee that during 2008, the Federal government paid \$254 billion
25 for assets that were worth only \$176 billion.

26 During 2008, the companies that received bailout money had spent \$114 million on lobbying
27 and campaign contributions. These companies received \$295 billion in bailout money.
28 Sheila Krumholz, executive director of The Center for Responsive Politics, said of this
information, "Even in the best economic times, you won't find an investment with a greater
payoff than what these companies have been getting."

1 'just' \$17.6 billion (peaking at \$19.3 billion in 2007) while Washington Mutual's revenue, at the
2 peak of the market frenzy, was \$26.5 billion.

3 16. Compared to the GDP of 190 countries, GM's revenue would place it 42nd and ahead
4 of 148 countries, including Egypt, Singapore, Israel and the Philippines.

5 17. This Court and His Honor are now presented with what is by far the most significant
6 bankruptcy case the world has ever witnessed.

7 18. For 77 consecutive years General Motors has been the largest seller of automobiles in
8 the world. Automobiles constitute the second largest investment most people ever make, and for
9 many, it is in fact their largest investment.

10 19. In North America alone General Motors has (or at least had until recently) 206
11 facilities and 31 manufacturing plants. GM has manufacturing plants in approximately 35 countries
12 around the globe. In Europe, GM operates in more than 30 countries with 23 production facilities in
13 at least fourteen (14) countries. GM has significant operations in South America, Latin America,
14 Africa, the Middle East and Asia.

15 20. With the United States rise as a world superpower at the conclusion of the Second
16 World War, GM has been the crown jewel of America's industrial might.

17 21. One would think, given the current political and media frenzy, GM was a failed
18 company. This is hardly the case.

19 22. As recently as 2007 GM sold more cars around the world than any other
20 manufacturer and recorded record revenues in 2006. While it's true GM's sales plunged in 2008, we
21 are all aware that the global economy plunged as well and to a depth not seen since the great
22 depression of the 1930s. Even Toyota, GM's chief rival, lost billions of dollars in 2008 and sold
23 nearly half a million fewer cars in 2008 than it did in 2007. In sum, 2008 was a dismal year for the
24 automobile industry.

25 23. There are those that argue that GM's bankruptcy was inevitable because GM's debt
26 totals \$172.8 billion. This despite the fact that GM had a revenue stream of \$207 billion prior to last
27 year's world-wide economic downturn.

24. Following this formula, the United States and Japanese governments should lead the way into the bankruptcy court as their debt to revenue ratio is far worse than General Motors'. Under the current Administration, the United States National Debt to GDP ratio is currently at 97% and is expected, according to President Obama's representatives, to reach 100% next year (2010). Japan, the second largest economy in the world after the United States, has a debt to GDP ratio of 170%. In other words, Japan's debt is 1.7 times the entire Japanese nation's annual GDP.

25. By comparison, GM's economic house is in far better order as GM's revenues, year after year, exceed its debt.

26. What GM needed, and what President-elect and then President Obama represented he would provide, was financing to see GM through these difficult financial times while it reorganized its business.

27. Millions, like the Opposing Party, who would rely on President Obama's representations would be significantly injured as a result of that reliance when the President reversed his previously stated position. (Buckley Decl, par. 3)

IV. ARGUMENT

GENERAL MOTORS' ASSET MISCALCULATIONS

28. In addition to their positive Revenue to Debt ratio, GM states its assets are valued at \$82.29 billion dollars. Here too is another point of objection as the Objecting Parties believe the actual value of GM's assets is significantly higher. How was this sum calculated, by whom and using what criteria?

29. A thorough and accurate valuation of GM's global assets will take time to quantify *and independently verify*. More time than is currently being afforded.

30. The Opposing Parties believe GM's most valuable assets are either not included or substantially undervalued within GM's asset calculation. Simply adding-up GM's physical assets

(e.g., manufacturing plants, real estate, machinery, computers, etc.) will not reveal GM's most valuable assets.

THE VALUE OF THE 'NEW GM' IS FOUNDED UPON THE VEHICLES DESIGNED AND ENGINEERED UNDER THE OLD GM AND NOT THE NEW GM.

31. Through these bankruptcy proceedings we are told a 'New GM' will emerge. However, as any new business venturor knows, the start-up costs and getting the product to market in time are make or break components of a new business.

32. This 'New GM' avoids that cost by "zeroing out" the true owners (i.e., the shareholders) of these developed products and yet moving forward and profiting from the sale of these already developed products.

33. The New GM will be marketing and selling vehicles that were designed and engineered by the Old GM. The New GM has essentially nothing to do with it. This is not a 'new' company offering a new product or service. It is the same product developed over the last several years by the old GM now being hijacked by what's conveniently being labeled a 'new company'.

34. The auto industry is unlike other industries. The time factor to develop and engineer a new car is typically five to seven years. Thus, *each and every* car the New GM produces for the next several years will actually be a product of the intellectual property created, designed, engineered and developed by the owners (i.e., shareholders) of the Old GM.

35. This includes the breakthrough and much anticipated Chevy Volt, the stunning new Camaro, the new Cadillac SRX, Epsilon II, Converj, CTS and CTS Sport Wagon, the Chevy Cruze, Curve and Orlando, new Buicks and GMC trucks and pick-ups.

36. The future looks bright for GM given the products developed under the Old GM, as reflected in the July 2009 issue of *Motor Trend*, wherein the Editors conclude the new for 2010 Cadillac CTS is a better all around vehicle than the more expensive BMW M5.

1 37. Of course, any business' future would look bright if it could simply take the
2 developed products from another business and sell them as their own without compensating the
3 parties responsible for developing those products.

4 38. In addition to cars in the pipeline, there are literally thousands of designs created by
5 GM artists and engineers which remain in the GM design library. Some of these stunning designs
6 the public has glimpsed through the various GM concept and show cars while the majority remain
7 hidden within the confines of GM's design studios. Perhaps the Vauxhall Lightning will be the next
8 Miata-like sales success story. It's conceivable that the next top selling GM product is a GM
9 Artist's sketch currently tacked on a design board at the Old GM. These are valuable assets that
10 have not been accounted for.

11 39. Clearly the nature of the automobile industry, with its several year development lead
12 time, makes this action unlike the typical bankruptcy case where the 'new' company's revenues
13 come from the providing of new services or creation of new products.

14 40. The current situation would be analogous to a record company going bankrupt, re-
15 organizing as a 'new' company and then selling records from artists whose music was recorded by
16 the old company but not yet offered for sale until the new company was formed and then failing to
17 pay the artists for their work. This would result in an unjust and unfair windfall for the 'new'
18 company. Likewise, unjustly eliminating GM's current owners from the equation (i.e., the
19 shareholders) while allowing new owners to simply step in and reap the reward from the 'old'
20 company's hard work is patently unfair.

21 41. GM's greatest assets are not its physical assets. Rather, GM's world beating
22 manufacturing and distribution system, its customer goodwill, its people (engineers, designers, etc.),
23 its intellectual properties and the existing products in the 'Old GM' pipeline are GM's most valuable
24 assets. Assets the Opposing Parties believe have not been fully accounted for.

25
26 **GM's GLOBAL DISTRIBUTION AND MANUFACTURING SYSTEM**
27
28

42. One asset that makes GM uniquely valuable is its world-wide manufacturing and distribution system that it has spent the last century developing. The value of this incredibly broad distribution system is reflected by the fact that GM has been the number one seller of automobiles for an amazing 77 consecutive years. For the world's other manufacturers, save perhaps Toyota, establishing such a distribution system has proven prohibitively expensive. It's this kind of asset, or the lack thereof, that has kept some of the world's largest automakers from taking advantage of the lucrative American market, not to mention the majority of the other 190 countries' markets around the planet. The expense of establishing and maintaining a distribution network throughout the United States alone has proved to be an insurmountable obstacle for such multi-billion dollar companies as Fiat, Peugeot, Citroën, Renault, Alfa Romeo, etc.

43. What monetary value have the accountants attributed to this asset and to GM's global distribution and manufacturing network?

GM'S CENTURY OF GOODWILL DEVELOPMENT AROUND THE GLOBE

44. In conjunction with GM's distribution system is the goodwill GM has cultivated over the last century while developing and expanding its customer base around the globe.

45. To become the world's largest seller of automobiles, year after year, for nearly a century, reflects the value of GM's goodwill as people have been loyally purchasing GM vehicles for nearly a century. For instance, when GM mothballed the Pontiac brand in 2008, loyal Pontiac fans around the world mourned the loss. These are consumers who fell in love with such cars as the Pontiac GTO and Firebird. Consumers who would purchase comparable quality Pontiacs over Toyotas any day if given the opportunity.

GM's IN-PLACE HUMAN RESOURCES AND INTELLECTUAL PROPERTY GENERATING SYSTEM

46. GM's assets include its in-place staff and line workers, including some of the world's leading designers and engineers. GM's profits come not from its plants per se, but from the

1 intellectual property it creates and then manufactures. This system is already in place and is of a
2 critical value.

3 47. GM's misfortunes are not the result of bad designers or incompetent engineers within
4 GM. On the contrary, GM has retained some of the best, brightest and most talented engineers and
5 designers in the industry.

6 48. One need only look to GM's 1990 Impact to discover GM's internal expertise. The
7 Impact was a fully electric vehicle that even by today's standards would be considered state of the
8 art (albeit it with a simple battery update).

9 49. Rick Wagoner, GM's former CEO, was responsible for terminating the Impact and
10 GM's electric car development. At the time, GM was at the forefront of Electric Vehicles and years
11 ahead of Toyota thanks to its brilliant designers and engineers. History might be quite different
12 today if GM's engineers and designers had had their way. Which begs the question, monetary
13 value has been assigned to GM's human resources?

14
15 **ELIMINATING THE SHAREHOLDERS' INTERESTS IS UNFAIR AND SUCH EFFORTS**
16 **SHOULD BE ESTOPPED: PRESIDENT OBAMA CONTRADICTS HIMSELF.**

17 50. In his June 1, 2009 press conference regarding the GM bankruptcy, President Obama
18 began by stating no party would receive special treatment during the GM bankruptcy proceedings.
19 However, the President then *irrefutably contradicted* himself.

20 51. The President began by representing that the shareholders would lose everything just
21 as they would through bankruptcy. (This however, is for His Honor to determine, not the President.)

22 52. Barely a moment later the President then contradicted his earlier statement that no
23 party would receive special treatment when he stated the bondholders would get *more* than if they'd
24 gone through bankruptcy.

25 53. The bondholders, by the President's own admission, were getting a better deal than if
26 they'd gone straight through bankruptcy.

27 54. The bondholders were and are in fact receiving special treatment over the
28 shareholders. The President cannot state no party is receiving special treatment and then state the

1 bondholders are getting a special deal. It simply contradictory and doesn't wash.

2 55. This arrangement is even more unfair when one considers the fact that (a) these were
3 'unsecured' bondholders and thus assumed the risk through their acknowledged lack of security and
4 (b) the bondholders could and in fact many did *insure* against the potential loss. This sort of
5 insurance is unavailable to protect shareholder interests.

6 56. Indeed published reports indicate that \$38 billion in debt held by the bondholders has
7 been insured. Thus, the bondholders, with the 15% interest they'll be given in the 'New GM' along
8 with the option to acquire another 10%, in conjunction with their insurance, will come through the
9 GM bankruptcy comparatively unscathed.

10 57. As noted in a *U.S. News and World Report*, the shareholders will be the ones who
11 suffer the most as their interests will be "wiped out" under the GM-US Treasury Plan.

12 58. According to the report: "The losers will include retirees, conservative investors who
13 bought for the long haul and GM loyalists who showed their support for America's biggest
14 automaker by investing in it."

15 59. In fact, among the top thirty largest shareholders of GM stock, and thus, the top thirty
16 losers, are numerous retirement funds, including the New York State Common Retirement System,
17 the California Employees Public Retirement System (CalPERS provides retirement and health
18 benefits to more than 1.6 million public employees, retirees, and their families and more than 2,500
19 public employers), the Florida State Board of Administration and the New York State Teachers
20 Retirement System.
21

22 59. Americans literally invested in America and America's manufacturing future. They
23 invested for the long haul. They were prepared to ride out the current economic storm knowing
24 better days lay ahead, both for America and for General Motors. They literally too stock in America
25 and they relied on their President's representations. These investors believed that GM's fortunes
26 would eventually stabilize and that, in the long run, their investments would be sound, for as has
27 been often said, "as go the fortunes of GM so goes the fortunes of America". Investing in one is
28 investing in the other, or so it seemed.

1 60. The President's representations and assurances would ultimately make matters far
2 worse for Investors.

3 61. Individual Americans and sophisticated institutional investors relied on President
4 Obama's representations of support for the auto industry and continued to purchase stock for the
5 first several months of 2009. Reliance on the President's representations would prove disastrous for
6 millions.

7 62. The Government should now be estopped from its current plan to eliminate the
8 shareholders interests.

9 63. If as President and before as the President-elect, Mr. Obama had been more
10 forthcoming about his willingness to let GM slip into bankruptcy or otherwise indicated to the
11 public that his Administration's saving GM from bankruptcy was anything but certain, millions of
12 investors would have been far more reserved with respect to purchasing GM stock. However, the
13 message from the Obama White House was most assuring and millions invested in GM based on
14 those assurances.

15 **WHILE PRESIDENT-ELECT AND THEN AS PRESIDENT, PRESIDENT OBAMA**
16 **REPEATEDLY REPRESENTED THAT THE CAR COMPANIES, INCLUDING GM,**
17 **SHOULD AND WOULD RECEIVE FUNDS IN ORDER TO AVOID BANKRUPTCY AND**
INVESTORS RELIED ON THE PRESIDENT'S REPRESENTATIONS.

18 64. While President-elect, now President Obama publicly and repeatedly urged the
19 Congress and President Bush to provide billions of dollars in loans to the auto industry so they could
20 ride out the current economic downturn while they reorganized and streamlined their operations.
21 President-elect Obama made headlines when he visited President Bush at the White House with the
22 very specific request that President Bush step in and help the automobile companies by providing
23 billions of dollars in government aid. President Bush responded and advanced billions of dollars to
24 General Motors.

25 65. President Obama's assurances continued unabated after he took office. Public
26 surveys confirmed Americans were far less likely to buy a GM product if GM was to file for
27 bankruptcy protection. Meanwhile, President Obama and members of his Administration continued
28

1 to represent that they were standing behind the auto industry while they expected the manufacturers
2 to dramatically improve their operations profitability.

3 64. Indeed, things seemed to be progressing well. GM announced numerous measures
4 designed to improve the company's profitability.

5 65. Investors, small and large alike, relied on the President's representations. In fact,
6 pillars of the investment community purchased substantial numbers of GM shares during the first
7 quarter of 2009, including Vanguard, JP Morgan Chase and Charles Schwab.

8 66. The President then reversed his prior position and overnight the unthinkable became
9 the inevitable. GM would be filing for bankruptcy.

10 67. But all was not lost for the shareholders when they learned the plan for the 'New
11 GM' called for existing shareholders to receive a 10% stake in the 'new' company.

12 68. However, at the eleventh hour, the loyal shareholders were sold-out yet again.
13 Unsecured bondholders, who could insure against their losses, were to be given 15% of the new
14 company while having the option to acquire another 10%. The 10% that should go to the
15 shareholders.

16 69. Americans buying GM stock were investing in America's future. In maintaining
17 America's manufacturing base. These were purchasers who expressed faith in General Motors, an
18 American icon, believing they would ride the storm out with GM and with an industry supportive
19 President, and in the future, even if years down the line, they'd enjoy the benefits of their loyalty.

20 70. His Honor has the legal authority to wipe out 623,000,000 outstanding shares of GM
21 stock; to eradicate or diminish the retirement funds of millions of Americans. However, He need
22 not do so nor would it be equitable to so severely prejudice millions of Americans.

23 71. These Americans relied on the words of their President while standing behind
24 America's most significant manufacturer for the last 100 years. Eliminating these Main Street
25 shareholders will have a long term chilling affect on other Wall Street investors.

26
27 **NOW A PUBLICLY FUNDED COMPANY, GM SHOULD TREAT ITS ASSETS AS A**
28 **FIDUCIARY AND NOT LIQUIDATE THEM FAR BELOW THEIR REAL VALUES**
WHILE IN THE MIDST OF THE WORST GLOBAL ECONOMIC DOWNTURN SINCE

THE GREAT DEPRESSION ABSENT PUBLIC SCRUTINY AND REVIEW.

72. For the last several months preceding the decision to file for bankruptcy, GM was in a race to save itself. Washington bureaucrats unfamiliar with the automobile industry imposed what many within the industry believed to be an unreasonable deadline and an insufficient amount of time for a company as massive as GM to reorganize itself while in the midst of a deep global recession. If GM's rapid reorganization failed to satisfy the politicians GM would be forced into bankruptcy. During this frenzied period GM's actions were like a wounded WW2 bomber with its crew throwing everything that wasn't nailed down out the plane's hatches in order to stay airborne.

73. It doesn't take a financial genius to realize the worst time to liquidate one's automotive assets is during the worst global recession since the Great Depression. Once GM realized it would have no choice but to file for bankruptcy it should have immediately ceased its asset give-away program. With tens of billions of Federal dollars about to be injected, there was no longer a need to give the proverbial farm away.

74. Nevertheless, GM has privately and secretly been engaged in an asset giveaway program. Perhaps more troubling, the long term affects of these giveaways may well come back to haunt both General Motors and the United States.

THE OPEL FIASCO: HOW THE RUSSIANS MAY YET WIN THE COLD WAR.

75. It may be said that while GM has been America's crown jewel of manufacturing, Opel is GM's crown jewel.

76. Opel is the center of GM's European operations. (Vauxhall is GM's right hand drive based version of Opel in the UK.) Based out of Germany, Opel vehicles have been known for their European attributes and German engineering.

77. GM's Opel operations have been profitable.

78. With a push for smaller and more efficient cars, Opel is now more important than ever for GM's survival while Ford is literally banking on its European Ford products to save the company.

1 79. Opel's future was looking brighter as it just won the much coveted European Car of
2 the Year Award with its stunning new model, the Insignia.

3 80. Washington's investment in GM makes sense if the public's investment is to preserve
4 the mighty GM empire so that it may continue to compete with Toyota.

5 81. However, if the public investment is simply to preserve a smaller domestic producer
6 of automobiles, one that is incapable of competing with Toyota, the American public would be far
7 less inclined to support such a massive investment of public funds. (Those funds might well be put
8 to better use to fund the creation of new automobile manufacturers.)

9 82. In its race to unload assets to avert bankruptcy, GM with the reported backing of
10 President Obama, has given GM's crown jewel, Opel, to the Russians.

11 83. This sale will have long term economic and potentially dangerous strategic
12 implications for the United States and must be precluded from conclusion.

13 84. This arrangement is bad for the United States on many levels. Russia remains an
14 unpredictable power, as its recent invasion into Georgia shows as well as its continued support for
15 the dangerous Iranian regime and natural gas skirmishes with Europe and the Ukraine.

16 85. One of the key elements that led to General Motors' demise was its failure to plan for
17 the long term. The sale of Opel to the Russians marks another such failure but this time the
18 consequences will go beyond affecting just the business interests of General Motors.

19 86. The deal in place has critical elements that have not been revealed to the public and
20 for reasons that become apparent.

21 87. A Russian bank, Sberbank, will take a 35% interest in Opel while GM will retain
22 35% and Magna, a Canadian-Austrian company will take a 20% interest. At first glance the
23 respective interests appear balanced. However, scratch beneath the surface and its clear the
24 Russians are taking control of Opel and the consequences shall be enduring and irreversible.

25 88. Sberbank is effectively controlled by the Kremlin and Vladimir Putin. GAZ is a
26 Russian car manufacturing company owned by what many believe is, and certainly was, Russia's
27 richest man, a 41 year old multi-billionaire, Oleg Deripaska. Putin has already stated he wants
28

1 Russia to build its car industry and he has declared Deripaska's GAZ car company an "industrial
2 partner" with Sberbank. GAZ intends to begin producing Opels in Russia and siphoning-off Opel
3 expertise and trade secrets immediately.

4 89. What's not been widely reported however is the fact that back in 2007 Oleg
5 Deripaska took a 20% ownership interest in Magna. Six of the fourteen members of the Magna
6 Board of Directors would represent Deripaska. It remains unclear today exactly what Deripaska's
7 interest in Magna is. Whatever the interest, it's clear the Russian will have greater control over Opel
8 than will GM.

9 90. Who is Deripaska? Deripaska has been in legal troubles and his rise to riches is
10 typical of the power grab that took place once the Soviet Union collapsed. He's the grandson by
11 marriage to a former Russian Premier. He was recently convicted of illegal corporate espionage
12 activities and for waging a smear campaign against a competitor in Israel.

13 91. Here in the United States, Deripaska has been and apparently remains under
14 investigation by the FBI for his criminal connections.

15 92. In fact, the United States government refuses to issue Deripaska an entry visa. The
16 man isn't allowed to enter the United States but he's about to take control of one of America's
17 greatest industrial assets and with President Obama's assistance.

18 93. According to published reports, Germany's Chancellor Angela Merkel expressed
19 concerns over the deal but President Obama spoke with the Chancellor and eased her concerns so
20 the German government would let the Russian deal go forward.

21 94. Not only will the Russians have access to premium auto manufacturing technology,
22 but General Motors' trade secrets as well. General Motors highly anticipated Volt has an Opel twin
23 that is set to be sold in Europe next year.

24 95. If the Russians obtain Opel they will certainly obtain General Motors valuable
25 intellectual properties as well, legally or otherwise.

26 96. This sale of Opel gives rise to a truly bizarre situation where the United States
27 government takes a controlling ownership interest in General Motors only to endorse a deal which
28

1 gives the Russians GM's premier division while also giving the Russians access to America's
2 industrial trade secrets.

3 97. The Opposing Party objects to this transaction as an imprudent sale of an asset
4 necessary to the "reinvention" of General Motors.

5 98. Moreover, the Opposing Party believes National security and the Nation's long term
6 economic interests are at stake here. This transaction should be reviewed by the FBI, CIA and NSA.

7 99. Tens of Billions of American Taxpayers' money is being invested in the 'New GM'.
8 This investment should not have a byproduct which damages the United States' long term interests.

9
10 **ABSENT A PUBLIC REVIEW OF THE PROPOSED TRANSACTION, GM SHOULD BE**
11 **PROHIBITED FROM SELLING HUMMER TO THE CHINESE.**

12 100. In another instance of a closed door fire-sale giveaway, General Motors is selling
13 Hummer to communist China.

14 101. Last year GM stated it believed it could sell Hummer for approximately \$500
15 million. It's rumored that GM essentially gave away its Hummer division.

16 102. As GM is now receiving a publicly funded lifeline, it should be precluded from
17 privately and secretly dumping its assets.

18 103. Sales of GM assets such be public and administered by the Bankruptcy Court. 104.
19 Moreover, any sale should be carefully reviewed to determine the prudence of the
20 sale as it may make better economic sense to hold the asset until the economy begins its upturn or
21 until such time as an acceptable offer is received.

22 105. Despite the publicly funded lifeline, GM announced the first week of June that it
23 would be selling Hummer, its military derived vehicle, to China. However, according to security
24 experts, this is a bad deal, not just because GM is effectively giving Hummer away, but for reasons
25 of America's security interests as well.

26 "The civilian Hummer still has enough off-road agility, maneuverability,
27 ruggedness and hauling capacity to qualify as a military vehicle virtually anywhere on
28 Earth. Selling the production lines to China will, no doubt, quickly result in mass
production of less luxurious versions and their sale throughout the world to the most

1 repugnant and repressive regimes, rogue militias, terrorist entities and governments
2 hostile to U.S. interests. Since most of these entities now rely upon Toyota 4X4
3 pickup trucks for their military mobility and raiding parties, they will quickly upgrade
4 to the Hummer, which can readily be equipped with pedestal or ring mounts for
machine guns, cannons, mortars or rockets.

5 The Chinese have a long track record of securing manufacturing licenses for
6 civilian versions of military systems and upgrading those "civilian versions" back up
7 to military capability. They did this with the French-designed Dauphin (PRC Z-9)
helicopters by morphing them into ground attack and anti-submarine warfare
missions.

8 We should not expect that the Hummer production lines will remain in the
9 United States very long either. In the case of another GM/Delco spin-off sold to
10 Chinese interests through an American frontman, the Anderson, Ind., Magnequench
11 saw the Chinese clone its manufacturing processes and move all production to China
- forever hijacking scores of U.S. jobs as well as a critical military technology - rare-
earth magnets.

12 Not too long ago, the People's Liberation Army was prevented from
13 purchasing the production line for the TFE-731-2A-2A gas turbine engine from the
14 Garret engine company. The company, as well as the Chinese importer, insisted the
15 engines would be produced in China for civilian aerospace applications. That myth
was exploded after analyses revealed the engine would more likely be used to power
a new generation of long-range Chinese cruise missiles.

16 Desperate, financially strapped, companies often engage in shortsighted and
17 dishonest transactions that place our nation at risk while executives lie through their
18 teeth in an attempt to brush off national security concerns." (*Peter Leitner is*
19 *president of the Higgins Counterterrorism Research Center and previously served for*
31 years in various national security positions within the legislative and executive
branches of government.)

20 **GM SHOULD PROCEED THROUGH BANKRUPTCY LIKE ANY OTHER ENTITY. IT**
21 **SHOULD EITHER BE REORGANIZED OR LIQUIDATED RATHER THAN THE**
22 **HYBRID AFFAIR WHICH IS CURRENTLY TRANSPIRING WHEREBY**
23 **SHAREHOLDER AND THE AMERICAN TAXPAYER ALIKE ARE BEING TAKEN**
24 **ADVANTAGE OF AND THEIR INTERESTS JEOPARDIZED.**

25 106. Ordinarily, a bankrupt company is either liquidated or reorganized. In the present
26 instance, GM is proceeding as though there's a hybridization of these chapters and to the detriment
of the shareholders as well as the American Taxpayer.

27 107. Absent an actual, open and public sale of GM's assets, we have no way of confirming
28 the true value of GM's assets.

1 108. GM claims that, if it was liquidated, there would be nothing left for the shareholders.
2 However, this claim is premised on General Motors' own representations and accountings as to what
3 GM claims its assets are worth. There are good reasons why assets are sold and auctioned off
4 publicly through bankruptcy proceedings. A public sale ensures open and observable bidding and a
5 fair market value is obtained.

6 109. While not being liquidated, GM is nevertheless privately selling-off its assets and has
7 been doing so immediately prior to its bankruptcy filing and during the pendency of its bankruptcy.

8 110. Absent public sales and public scrutiny, we are left to trust the representations of
9 GM. However, the trust America had in GM and its management has long since evaporated.
10 (Justifying a lack of trust in GM's management is GM's handling of its failed purchase of Fiat. In
11 2000, GM paid Fiat two billion dollars (\$2,000,000,000) to avoid purchasing Fiat which estimates
12 put the cost then of Fiat at just over one billion dollars. In other words, GM paid Fiat two billion
13 dollars to avoid paying a little over one billion dollars and to acquire the company. Fiat is now
14 taking control of Chrysler. This was a classic GM Board/Management failure. "The most likely
15 outcome is that General Motors will pay Fiat 1.8 billion euros (\$2.4 billion) for an asset worth 1
16 billion euros and Fiat gets to keep the asset," said Fabrizio Barini, an analyst at Websim SpA in
17 Milan. "If that's not a deal, I don't know what is.")

18 111. GM's Board and Management are famous for failing to appreciate the long term
19 consequences of their business decisions. Public oversight is necessary not only to protect the
20 shareholders and now the American Taxpayers, but the security interests of the United States as
21 well.

22 **GENERAL MOTORS' RUMORED GIVEAWAY OF SAAB MUST BE SCRUTINIZED.**

23 112. Back in 1990, GM paid \$500,000,000.00 to acquire its interest in SAAB. Adjusted
24 for inflation this sum is closer to a billion dollars.

25 113. In 1999, GM paid another \$150,000,000.00 to acquire the complete ownership of
26 SAAB.

27 114. GM has invested since invested many millions more dollars in SAAB.
28

1 115. Now, as GM is reportedly giving SAAB away, and for the first in years, SAAB is
2 about to unveil an entirely new model. A model paid for by General Motors.

3 116. Without any public oversight, GM entered into a secret agreement to convey SAAB
4 to Keonigsegg, an ultra low volume exotic car manufacturer.

5 117. Rumors are circulating that the amount to be paid to GM for the sale of SAAB is
6 essentially nil.

7 118. One suspects that a public auction of SAAB would result in a greater sale value.

8 119. This transaction must be scrutinized and the details made public. General Motors is
9 now a publicly owned company and the sale of its publicly owned assets must be disclosed and
10 subject to review.

11
12 **THE OPPOSING PARTY OBJECTS TO THE 'NEW GM' RETAINING MEMBERS OF**
13 **THE 'OLD GM'S' BOARD OF DIRECTORS. ULTIMATELY GM'S BOARD OF**
14 **DIRECTORS BEARS THE RESPONSIBILITY FOR GM'S FAILURE AND THE**
15 **RETENTION OF MEMBERS OF THE OLD BOARD FOR THE 'NEW GM' IS**
16 **CONTRARY TO THE GOAL OF A SUCCESSFUL NEW GM.**

17 120. Back in early December of 2008, the Opposing Party, Tristram Buckley, spoke with
18 General Motors Board member Kathryn Marinello's secretary, Sandie Christensen. Buckley,
19 himself an experienced automobile expert and founder of Medici Motors (a venture designing a
20 million dollar supercar to compete with Ferrari, Pagani and Keonigsegg) stated he'd drafted a "10
21 Point Plan" that would "Reinvent" General Motors.

22 121. Ms. Christensen stated that in order to reach Ms. Marinello, Buckley should forward
23 his email to Christensen and that she would then deliver the email to Marinello. Attached hereto as
24 Exhibit "B" is an actual printout of that Yahoo email which was sent from Buckley's
25 www.MediciMotors.com email address to Ms. Marinello's attention.

26 122. Not only did the email outline the nature of Buckley's correspondence, but it also
27 included the navigation to a biography page which would provide Ms. Marinello with background
28 information concerning Buckley.

1 123. In addition, several pages were devoted to highlight directly why GM's products
2 were not selling, including numerous comparison photos from the 2008 Los Angeles Auto Show.

3 124. Despite outlining Buckley's expertise and offering a Ten Point Plan which would
4 "not only ensure that GM survives, but rather, that GM thrives and again becomes not just the
5 World's leading producer of automobiles, but the producer of internationally respected and desired
6 automobiles", Buckley never received any response whatsoever from Marinello or her office. Not a
7 thank you. Not a "thanks but no thanks". Nothing.

8 125. As noted in the email, Buckley's professional training paralleled Luca di
9 Montezemolo's. Montezemolo assumed the helm of Ferrari after Enzo passed away and turned
10 Ferrari into the extremely profitable business it is today. Montezemolo then became the successful
11 Chairman of Fiat where he also turned Fiat's fortunes around.

12 126. GM was a rapidly sinking ship and yet a direct outreach by an expert to a GM Board
13 Member was ignored.

14 127. In January of 2009 Buckley mailed a letter to GM's Bob Lutz. The letter was similar
15 to the letter sent to Marinello and specifically discussed what Buckley called his Ten Point
16 Reinvention Plan for General Motors. GM would go on to use the "Reinvention" slogan but would
17 fail to respond to Buckley's letter. (True and correct copy attached hereto as Exhibit "B".)

18 128. In June of 2009 it was announced that Ms. Marinello will remain on the Board of the
19 'New GM'.

20 129. The failing of GM was not a failing of the UAW or the engineers nor the designers at
21 GM. It was a failing of management and ultimately a failing of the Board. For example, according
22 to GM's own press release, GM retained 27.7% of the US market in the year 2000. The board
23 appointed Rick Wagoner, GM's accountant and CFO, to President and CEO in 2000. During
24 Wagoner's tenure, GM lost more than \$85 billion. Wagoner was responsible for killing GM's
25 electric car program (the EV1) which would have had GM years ahead of its competitors today.
26 Instead, Wagoner focused on SUV and other gas guzzling vehicles. By the end of 2008 GM's market
27 share had dripped to under 19%. In a period spanning just eight years, GM lost a staggering 1/3 of
28

1 its market share. What did the Board do to remedy this situation? To halt the decreasing market
2 share? Nothing.

3 130. Likewise, GM's head of global product development, Bob Lutz, who retired in the
4 first quarter of 2009, is 77 years old. Mr. Lutz was known as the "GM Car Czar". Is it any wonder
5 why the designs from GM were anything but fresh and youthful? (By comparison, Jason Castriota,
6 of White Plains New York, is responsible for creating some of the most exciting designs of last
7 decade, including the Ferrari 599, the Maserati Gran Turismo and Maserati Birdcage, the Ferrari
8 P4/5 and the Rolls Royce Hyperion. Castriota, less than half Lutz's age, is now the 36 years old
9 Design Director for Bertone, the famed Italian design house.)

10 131. By this point, Lutz was simply out of touch with product development, as evidenced
11 by his statements made during an interview in February of 2009. Lutz states: "What I have proven
12 to be best at is the psychological and emotional end of the business, designing what people want."

13 132. Of course, the problem for GM was that its cars have *not been desirable*. GM failed
14 to design cars that people wanted.

15 133. Lutz became chairman of General Motors North American development in 2001.
16 While in his prime, Lutz was responsible for bringing some exciting vehicles to market, such as the
17 Dodge Viper. However, Lutz's day came and went. He was a throwback to a generation whose
18 place was out of step with the current global market. For instance, Lutz famously called the notion
19 of global warming "a crock". While Toyota and Honda were building more fuel efficient and eco-
20 friendly vehicles Lutz resisted the advancement, stating his belief that forcing automakers to build
21 fuel-efficient cars through regulation—instead of consumer-based incentives or taxes—was
22 tantamount to curing obesity by forcing clothing makers to produce only small sizes. Thanks in part
23 to the leadership and guidance of Lutz, Toyota is now the world's largest manufacturer of
24 automobiles while Honda's sales for 2008 *expanded* and the company saw a net *profit* of nearly \$6
25 billion.

26 134. Through it all, the Board was charged with selecting the senior management of GM.
27 Year after year, decade after decade, the Board failed to make the correct decisions. For nearly a
28

1 decade the Board stood behind Wagoner, the accountant they'd made the head of General Motors,
2 as GM's market share slipped dramatically year after year.

3 135. In his letter to Lutz, Buckley states what the Board of GM should have already
4 known. "Every successful automobile company today has one fundamental trait in common: Each
5 was founded by men with passion for the machine. E.g., Daimler, Benz, Opel, Peugeot, Ferrari,
6 Renault, Maserati, Alfa Romeo, Citroen, Lamborghini, Ford, TVR, Morgan, Chevrolet, Lancia,
7 Jaguar (William Lyons), Audi (Horsch), McLaren, Porsche, Bugatti, Aston Martin, Lotus, Shelby,
8 etc., were all formed by men who were passionate about their machines. I share this passion, as
9 evidenced by my creation of Medici Motors..... Montezemolo proceeded to turn the financial
10 fortunes of Ferrari around and transform Ferrari into one of the most successful and profitable
11 automobile companies in the world. Montezemolo succinctly states an underlying distinction
12 between Ferrari and GM. For the last several decades, GM has been helmed by financial types:
13 Guys with MBAs as opposed to dyed-in-the-wool passionate car guys. "I'm not a financial guy.
14 For me the product is everything" proclaims Montezemolo.

15 136. The "Old GM" was, by the choice of the Board run and ultimately run into the
16 ground by accountants at the helm. Shouldn't the new Board be different if the White House wants
17 a different outcome this time around?

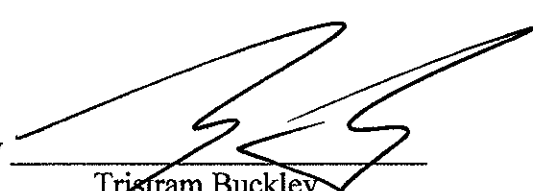
18 **V.**
19 **CONCLUSION**

20 For all the foregoing reasons, the Opposing Party, on behalf of himself and as a
21 representative for all the similarly situated individual shareholders of GM common stock,
22 respectfully submits the instant Opposition to Notice of Sale and Sale of General Motors, as the plan
23 is currently outlined with an elimination of the common shareholder's interest. We respectfully urge
24 the Court to structure the New GM with 10% of the New Company's interest to be apportioned to
25 the common shareholders of the Old GM.

26 Respectfully submitted,

27 Dated: June 19, 2009

28 By


Tristram Buckley
Counsel *in Pro Persona* and in Representative
Capacity for the Similarly Situated Shareholders

DECLARATION OF TRISTRAM BUCKLEY

I, Tristram Buckley, do hereby declare:

1. I am an attorney licensed to practice before all Courts in the State of California. The facts set forth in this declaration are known personally to me and I have first-hand knowledge of them. If called as a witness to testify, I could and would testify competently to the same.

2. Until it was announced that GM and the United States Treasury were effectively wiping out the common shareholders interests, I held several thousand shares of GM stock which then became worthless.

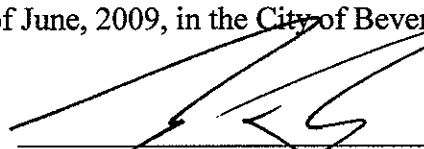
3. In purchasing my stock, I relied on the representations of President-elect Obama and then President Obama. If President Obama had been more candid about his position with respect to saving GM from bankruptcy I would not have invested in General Motors shares of stock. However, after hearing the President-elect and then President's repeated assurances, I proceeded to purchase thousands of shares of GM stock as a long term investment and source of future retirement funds.

4. I did not receive the Notice of Sale Hearing until the afternoon of Wednesday, June 17, 2009 via the regular U.S. Mail. This "notice" gave me insufficient time to prepare an adequate Opposition and I have been prejudiced as a result.

5. Attached hereto as Exhibit "A" is a true and correct copy of the letter that I drafted and mailed to Bob Lutz on January 29, 2009.

6. Attached hereto as Exhibit "B" is a true and correct copy of my letter sent to Kathryn Marinello on December 10, 2008 via email.

I declare the foregoing to be true and correct and executed under the laws of the State of California. Executed on this date, the 19th day of June, 2009, in the City of Beverly Hills.


Tristram Buckley



MEDICI MOTORS LTD

426 S. Rexford Drive ♦ Suite 12 ♦ Beverly Hills ♦ CA ♦ 90212 ♦ USA
310.980.1842 (Tel.) ♦ www.MediciMotors.com ♦ 310.271.6584 (Fax)

January 29, 2009

Attn: Bob Lutz
General Motors
300 Renaissance Center
Detroit, Michigan 48265-3000

Re: 10 Point Reinvention Plan for GM

Dear Mr. Lutz:

The purpose of this letter is to introduce myself and to request an opportunity for me to outline a new and inspired future for General Motors: A future fostered by the implementation of my comprehensive Ten Point Reinvention Plan. This Plan sets forth a business model which will give rise to a new and better than ever General Motors...guaranteed.

I've observed GM's strategy and product line for the last twenty-five years with ever mounting frustration. At this juncture in history, and with my frustration level peaked, I'm compelled to step forward, even at the expense of my own individual pursuits, to commit myself to the historic undertaking of turning GM around, for I believe a thriving GM is fundamental to the United States economy, America's manufacturing industry and the Nation's moral.

GM's core defects go far beyond the legacy costs and compensation levels which were incorrectly the focus of the Congressional hearings. What I witnessed at the most recent Los Angeles Auto Show highlights my contention. GM's fundamental problem is, quite simply, its product, plain and simple. For evidence supporting this assertion, please go to http://medicimotors.com/GM_LA_AutoShow_2008.html. There you'll see direct comparisons between GM's products and its competitors and the public's response to the respective product lines.

The Reinvention Plan encompasses all the fundamental aspects necessary to create a truly better than ever GM, including product styling and design, technology applications, corporate restructuring and streamlining, marketing, employee pride and motivation, dealership refinement, new logos, strategic brand eliminations, legislation to aid the production and distribution of GM products, etc. (E.g., when a member of Congress asked the CEOs of the Big Three if there was any legislation that could be passed or amended that would facilitate their ability to increase their sales not one CEO was able to respond. This was a golden opportunity lost. At that very moment, several statutory revisions came to my mind, including revisions that would greatly benefit GM in streamlining its production, distribution and sales processes and address the issue of foreign manufacturers assembling (as opposed to manufacturing) vehicles in the United States.

A-1

Information regarding my diverse background may be found at the *Medici Motors* website (<http://medicimotors.com/Bio.html>). In sum, I'm the President of Medici Motors, a venture designing and building not only the next supercar, but the next classic car. I'm a former VP of Business and Legal Affairs for an international film company, a self-taught automobile designer and engineer (at the age of 20 I did freelance work designing a five liter V8 engine for Peter Wheeler's TVR in Blackpool, England); a Beverly Hills automotive product liability attorney turned entertainment attorney involved in high profile matters; a collector and racer of European sports cars; a film producer, screenwriter and music producer.

My experience in the international film and music markets has given me a distinct appreciation and sensitivity for what consumers around the globe want and desire. America's film and music industries are the indisputable world marketplace leaders. With my expertise I can help bring GM to a similar prominence.

Every successful automobile company today has one fundamental trait in common: Each was founded by men with passion for the machine. E.g., Daimler, Benz, Opel, Peugeot, Ferrari, Renault, Maserati, Alfa Romeo, Citroen, Lamborghini, Ford, TVR, Morgan, Chevrolet, Lancia, Jaguar (William Lyons), Audi (Horch), McLaren, Porsche, Bugatti, Aston Martin, Lotus, Shelby, etc., were all formed by men who were passionate about their machines. I share this passion, as evidenced by my creation of Medici Motors.

As noted in my biography, my background and philosophies are not unlike those of Luca di Montezemolo, the attorney-car enthusiast who assumed control of Ferrari after Enzo passed away. Montezemolo proceeded to turn the financial fortunes of Ferrari around and transform Ferrari into one of the most successful and profitable automobile companies in the world. Montezemolo succinctly states an underlying distinction between Ferrari and GM. For the last several decades, GM has been helmed by financial types: Guys with MBAs as opposed to dyed-in-the-wool passionate car guys.

"I'm not a financial guy. For me the product is everything" proclaims Montezemolo.

The reality is, no matter what the mathematical formulation, if the product is not one the consumers desire and covet over the competitors' products, the numbers are all for naught. Ultimately, GM's core problem has been one of product.

To succeed, each vehicle, from the entry level economy car on up, must be a matter of pride. (The French and Italians have shown that even the smallest car can have style.) Great products are the result of passion. Like Montezemolo, passion for the automobile runs through my veins. This passion is reflected by my creation of *Medici Motors* and in the cars I've owned and driven, a number which exceeds 100 sports cars. My current collection includes more than half a dozen Ferraris and an equal number of other sports cars including Porsches, Jaguars and BMWs. www.MediciMotors.com [Click on the Link for "Tristram Buckley" along the top menu bar.] I attend SEMA and countless automobile events and gatherings every year, including regularly attending the Monterey

A-2

Week every year since 1994. If it were me, I would have driven a ZR1 or CTS-V to the Congressional hearings and reaped the free media exposure while having a blast in the process!

Since 1985 I've spent a substantial amount of time overseas. As a result, I have a relatively unique familiarity and appreciation for the overseas markets and the products of all the automobile manufacturers. In addition, I've visited the factories of Ferrari, Lamborghini, Audi, Porsche, Mercedes, TVR, and AMG. This exposure and appreciation is particularly beneficial, both for domestic designs and for an understanding of the international market.

I have the knowledge, passion and abilities necessary to help create a new and inspired GM. A GM whose products are admired, respected and desired.

I look forward to the opportunity to speak with you and present my Plan for the Reinvention of a superior and enviously profitable General Motors.

Most sincerely,



Tristram Buckley

A-3



Letter to Mrs. Kathryn Marinello (Please forward to Mrs. Marinello per our communication 12-9-08)

Wednesday, December 10, 2008 12:24 PM

From: "tristram buckley" <tristram@medicimotors.com>

To: Sandle.Christensen@Ceridian.com

Dear Mrs. Kathryn Marinello:

The purpose of this letter is to schedule a time which would be convenient to discuss the future and management of General Motors. To give you an idea of who I am and my background, please refer to the Medici Motors website where you'll find my biography. (E.g, I'm an attorney practicing in Beverly Hills, former VP of Business and Legal Affairs for an international film company, automobile designer and engineer, collector and racer of sports cars, music producer, screenwriter, founder of Medici Motors, etc.)

www.MediciMotors.com (Click on the Link for "Tristram Buckley" along the top menu bar.)

As noted in my biography, my background and philosophies are not unlike those of Luca di Montezemolo, the attorney-car enthusiast who assumed control of Ferrari after Enzo passed away. Montezemolo proceeded to turn the financial fortunes of Ferrari around and transform Ferrari into one of the most successful and profitable automobile companies in the world. Montezemolo, now the successful Chairman of Fiat, sums the core distinction best when he states: "I'm not a financial guy; for me the product is everything." Despite the "credit crunch", Fiat has enjoyed fifteen consecutive quarterly *profits*, including profits for 2008 in excess of \$3 billion. (The interview may be found at http://www.motortrend.com/features/112_0709_luca_di_montezemolo/index.html)

The Medici Motors website was created to promote the California Spider 612TT we're developing, an exotic sports car designed to compete with Ferrari and Lamborghini. However, several links have been created relating specifically to GM's product concerns and shortcomings. The images and a humorous yet sad (and foretelling) review of a 2009 Chevy underscore the continued and systemic problems with GM. (The first series of images are from the November 2008 Los Angeles Auto Show and contrast the public's interest (or rather lack thereof) in GM products with their interest in other manufacturers' products. A second group of images compare nearly identically priced vehicles and reveal why GM will continue to lose sales in an ever evolving marketplace. A third link exhibits a November 2008 review of GM's latest small car.)

In a nutshell, GM's problems go far beyond simple or even complex balance sheet formulations. Simply reeling in production and legacy costs will *not* solve GM's problems. While we've been hearing much about what's wrong with GM these last several weeks, very little of what's been discussed actually gets to the core issue of GM's steady decline over the last several decades. GM's slide long pre-dates any current economic downturn. Ultimately, the underlying issue is one of product, not accounting.

I'd like to offer more than criticism. On the contrary, I have a Ten Point Plan which will not only ensure that GM survives, but rather, that GM thrives and again becomes not just the World's leading producer of automobiles, but the producer of internationally respected and desired automobiles. To be blunt, I've been (verifiably) ahead of the curve on these issues, and if I may say so, a good leader perceives not only the battlefield before him, but he also anticipates what may be over the next ridge beyond the battlefield. It is this key attribute of foresight that fosters the justification for trust in leadership and ultimately results in success.

I'd like to discuss these concrete plans with you with the knowledge that their implementation would result in a complete turnaround of GM's fortunes. To quote Montezemolo again, ""You do the job because you have passion." As you'll note from my biography, I have the requisite passion as well, as the intelligence, experience, foresight and expertise to be of a significant service to General Motors.

I look forward to the opportunity to speak with you.

Most sincerely,

Tristram T. Buckley, Esq.

B

PROOF OF SERVICE
(1011, 1012, 1013, 2015.5 C.C.P.)

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action; my business address is 426 S. Rexford Drive, #12, Beverly Hills, CA 90212.

On June 19, 2009, I served the foregoing document described as:

OPPOSITION TO SALE OF DEBTOR'S ASSETS PURSUANT TO THE MASTER SALE AND PURCHASE AGREEMENT WITH VEHICLE ACQUISITION HOLDING LLC.: OBJECTION AS TO LACK OF SUFFICIENT LEGAL NOTICE OF THE SALE. DECLARATION OF TRISTRAM BUCKLEY IN SUPPORT THEREOF.

(I) On interested parties in this action by placing a true and correct copy thereof enclosed in a sealed envelope addressed to the Parties listed in the Attachment.

(II) **IF SERVICE IS BY FACSIMILE TRANSMISSION:** the facsimile transmission was made at _____ a.m./p.m. The originating facsimile number was _____.

[X] (BY MAIL)

☒ I deposited such envelope in the United States Mail at Los Angeles, California. The envelope was mailed with postage thereon fully prepaid.

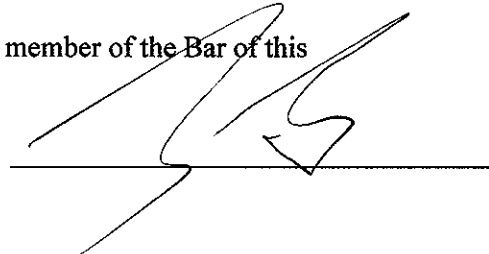
☐ As follows: I am "readily familiar" with the firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with U.S. postal service on that same day with postage thereon fully prepaid at Los Angeles, California in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

☐ **(BY PERSONAL SERVICE)** I delivered such envelope by hand to the office of addressee.

☐ **(BY FACSIMILE TRANSMISSION)** I faxed the documents described hereinabove and the transmission was made completely and without error.

☒ **(STATE)** I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

☐ **(FEDERAL)** I declare that I am employed in the office of a member of the Bar of this Court at whose direction the service was made.



~~THE FOLLOWING COUNSEL IS:~~
(a) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (b) Cadwalader, Wickersham & Taft LLP, attorneys for the Purchaser, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (c) the attorneys for the Creditors Committee; (d) Cleary Gottlieb Steen & Hamilton LLP, the attorneys for the UAW, One Liberty Plaza, New York, New York 10006 (Attn: James L. Bromley, Esq.); (e) Cohen, Weiss and Simon LLP, the attorneys for the UAW, 330 W. 42nd Street, New York, New York 10036 (Attn: Babette Ceccotti, Esq.); (f) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (g) the Office of the United States Trustee for the Southern District of New York (Attn: Diana G. Adams, Esq.), 33 Whitehall Street, 21st Floor, New York, New York 10004; and (h) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Matthew L. Schwartz,